

# Notice to Shareholders and Information Circular

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**RE: ANNUAL MEETING - MONDAY AUGUST 24, 2020**

Dear Shareholder,

We are writing to tell you about important changes to our thirty-seventh Annual Meeting of RBTT Bank Grenada Limited due to the COVID-19 pandemic.

Our thirty-seventh Annual Meeting for shareholders of RBTT Bank Grenada Limited was originally scheduled for Monday April 20, 2020, a date previously shared in the 2019 Annual Report. Due to the COVID-19 pandemic, and related local government restrictions, we had to postpone this meeting until circumstances changed or we could find an alternative way to meet.

Now local governments, and others around the world, are easing regional restrictions. As a result, we have scheduled the Annual Meeting for **Monday August 24, 2020 at 10:00 a.m.** The Annual Meeting will be held at the **Crown Ballroom, Radisson Grenada Beach Resort, Grand Anse, St. George's, Grenada.** For your convenience, we have included a copy of the 2019 Annual Report with this notice.

The safety and well-being of our shareholders, directors, employees, clients, and our communities remain our top priorities as we continue to navigate the challenges of the pandemic. While we have rescheduled the Annual Meeting, current restrictions on public gatherings require us to think differently about how we enable your participation.

To this end, we are planning for both electronic participation (having received the approval of the Courts in Grenada to be able to do so) as well as allow a very limited number of shareholders to attend in-person; to the number permitted by current legislation on a first come basis.

**All necessary safety considerations will be observed: physical distancing will be maintained at all times and no food or beverages will be provided.** We recommend that shareholders vote in advance of the meeting by completing and returning the attached Form of Proxy. **By doing so, you will ensure your views are represented, as you may not be able to join the meeting if the allowed number of in-person attendees for a public gathering is reached before you arrive.** Please note that shareholders attending the meeting in person will only be allowed admittance to the meeting if they wear a face mask and if they pass the Health Pre-Screener which they will be required to complete at the time of registration.

**All shareholders will be able to join the meeting using the LUMI on-line platform** so that they can participate, vote and/or listen to the formal discussion. The details on connectivity to the LUMI platform will be provided by RBTT Bank Grenada Limited. You will also be able to ask questions in the general Q&A session after the formal business of the meeting ends.

To help you participate in the meeting effectively and ensure your vote is represented, we have included the following resources:

- i. **Revised Notice of Annual Meeting.** This notice replaces page 2 of the Annual Report. The revised page shows the new date, time and location of the Annual Meeting.
- ii. **Revised Management Proxy Circular.** This replaces page 97 of the Annual Report. The revised new page shows the new date and location of the meeting.
- iii. **Revised Form of Proxy.** This form provides the new date of the meeting.

As a shareholder, please review this material and return your completed Form of Proxy to ensure your vote counts.

# Notice of Annual Meeting

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NOTICE is hereby given that the Thirty-seventh Annual Meeting of RBTT Bank Grenada Limited (the Company) will be held at the Crown Ballroom, Radisson Grenada Beach Resort, Grand Anse, St. George's, Grenada on Monday August 24, 2020 at 10:00 a.m. for the following purposes:

## ORDINARY BUSINESS

1. To review and consider the Audited Financial Statements for the year ended October 31, 2019 and the Reports of the Directors and the Auditors thereon.
2. To re-elect Directors.
3. To appoint Auditors and empower the Directors to determine their remuneration for the ensuing year.
4. To transact any other business of the Company, which may be properly brought before the Meeting.

By Order of The Board



Sharon Keshwah-Charles  
Corporate Secretary  
July 31, 2020

## Notes:

1. No Service Contracts were entered into between the Company and any of its Directors.
2. In accordance with Section 108(2) of the Companies Act, 1994, the Directors of the Company have fixed Friday August 7, 2020, as the record date for the determination of Shareholders who are entitled to receive Notice of the Annual Meeting. Only Shareholders on record at the close of business on Friday August 7, 2020, are therefore entitled to receive Notice of the Annual Meeting. A list of such Shareholders will be available for examination by Shareholders at the Company's Registered Office during usual business hours and at the Annual Meeting.
3. A Shareholder entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a Shareholder. Attached is a Proxy Form for your convenience which must be completed and signed in accordance with the Notes on the Proxy Form and then deposited with the Secretary at the Registered Office of the Company at least 48 hours before the time appointed for the meeting.
4. A Shareholder that is a body corporate may, in lieu of appointing a proxy, authorize an individual by resolution of its Directors or of its governing body to represent it at the Annual Meeting.

# Management Proxy Circular

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GRENADA

THE COMPANIES ACT, 1994  
(Section 142)

**1. Name of Company:**

RBTT Bank Grenada Limited

Company No. 2 of 1983-924

**2. Particulars of Meeting:**

Thirty-seventh Annual Meeting of the Shareholders of the Company to be held at the Crown Ballroom, Radisson Grenada Beach Resort, Grand Anse, St. George's, Grenada on Monday August 24, 2020 at 10:00 a.m.

**3. Solicitation:**

It is intended to vote the Proxy hereby solicited by the Management of the Company (unless the Shareholder directs otherwise) in favour of all resolutions specified in the Proxy Form sent to the Shareholders with this Circular and, in the absence of a specific direction, in the discretion of the Proxy-holder in respect of any other resolution.

**4. Any Director's statement submitted pursuant to section 74(2):**


No statement has been received from any Director pursuant to Section 74(2) of the Companies Act, 1994.

**5. Any Auditor's statement submitted pursuant to Section 170(1):**

No statement has been received from the Auditors of the Company pursuant to Section 170(1) of the Companies Act, 1994.

**6. Any Shareholder's proposal submitted pursuant to Sections 114(a) and 115(2):**

No proposal has been received from any shareholder pursuant to Sections 114(a) and 115(2) of the Companies Act, 1994.

Date	Name and Title	Signature
July 31, 2020	Sharon Keshwah-Charles Corporate Secretary RBTT Bank Grenada Limited	

# Form of Proxy

**RBTT BANK GRENADA LIMITED**

**Company No. 2 of 1983-924**

THIRTY-SEVENTH ANNUAL MEETING scheduled for Monday August 24, 2020 at 10:00 a.m. the Crown Ballroom, Radisson Grenada Beach Resort, Grand Anse, St. George's, Grenada.

I/We \_\_\_\_\_  
(Name of Shareholder in BLOCK LETTERS)

of \_\_\_\_\_  
(Address in BLOCK LETTERS)

of \_\_\_\_\_  
(Email Address)

being a member of RBTT BANK GRENADA LIMITED, hereby appoint the Chairman of the Meeting, or failing him,

\_\_\_\_\_  
(Name of Proxy in BLOCK LETTERS)

of \_\_\_\_\_  
(Address in BLOCK LETTERS)

of \_\_\_\_\_  
(Email Address)

as my/our proxy to vote for me/us and on my/our behalf at the above meeting and any adjournment thereof in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof.

**Please indicate with an 'X' in the spaces below how you wish your Proxy to vote on the Resolutions referred to. If no such indication is given the Proxy will exercise his discretion as to how he votes or whether he abstains from voting.**

**BE IT RESOLVED THAT:**

	For	Against
1. The Audited Financial Statements for the year ended October 31, 2019 together with the Reports of the Directors and Auditors thereon be and are hereby received.	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) In accordance with paragraph 4.5.1(a) of By-law No. 3 of the Company, Messrs. Isaac Solomon, Ron Antoine and Musa Jasat retire from office and being eligible be and are hereby re-elected Directors of the Company for a term from the date of their election until the close of the second Annual Meeting following their re-election.	<input type="checkbox"/>	<input type="checkbox"/>
(b) In accordance with paragraph 4.3.3 of By-law No. 3 of the Company Ms. Kara Warner who was appointed to the Board to fill the vacancy created by the resignation of Ms. Karlene Thompson Bishop, being eligible be and is hereby re-elected as a Director of the Company for a term from the date of her re-election until the close of the next Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>
3. PricewaterhouseCoopers be re-appointed as Auditors of the Company and the Directors be authorised to fix their remuneration for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

Signature of Member \_\_\_\_\_ Signature of Member \_\_\_\_\_

**NOTES:**

1. If it is desired to appoint as a proxy a person other than named on the form, delete as necessary and insert the name and address of the person appointed.
2. If the shareholder is a corporation, this Proxy Form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
3. A shareholder that is a body corporate may, in lieu of appointing a proxy, authorise an individual by resolution of its directors or governing body to represent it at this Annual Meeting.
4. In the case of a joint shareholder, the signature of one joint shareholder is sufficient but the names of all joint shareholders should be stated.
5. If the Proxy Form is returned without any indication as to how the person appointed proxy shall vote, the proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting.
6. To be valid, this Proxy Form must be completed and deposited at the Registered Office of the Company, at the address below not less than 48 hours before the time for holding the Annual Meeting or adjourned Meeting.

**Return to:**

**The Secretary  
RBTT Bank Grenada Limited  
Grand Anse  
St. George's  
Grenada, West Indies**

**FOR OFFICIAL USE**

Folio Number	
No. of Shares	

# RBTT Bank Grenada Limited Annual Meeting – On-line Joining instructions

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**RBTT Bank Grenada Limited** is conducting an online shareholders' meeting. The meeting will be hosted online by way of a live webcast as only a very limited number of Shareholders will be able to attend the meeting in person. The Annual Meeting will begin at 10:00 a.m. on Monday August 24, 2020.

## Registered Shareholder's Name and Control Number:

### Participating at the Meeting

Shareholders and duly appointed proxyholders can attend the meeting online by going to <https://web.lumiagm.com/479569494> prior to the start of the meeting to login. Once logged on, shareholders and duly appointed proxyholders can participate, vote, or submit questions during the meeting's live webcast.

To join the meeting:

- **Registered Shareholders:** Click on “**I have a login**” and enter your individual Control Number, as noted above, along with the meeting password “**rbcagm2020**”.
- **Duly appointed proxyholders:** A proxy form can be submitted to the attention of the Corporate Secretary either by email at [sharon.keshwah-charles@rbc.com](mailto:sharon.keshwah-charles@rbc.com) or in person, or by mail or courier, to the attention of the Corporate Secretary, at RBTT Bank Grenada Limited, Grand Anse, St. George's, Grenada. The signed proxy form must be received at least 48 hours before the meeting, or if the meeting is adjourned or postponed, not less than 48 hours, excluding Saturdays, Sundays and statutory holidays, before the commencement of such adjourned or postponed meeting. After receipt of the proxy form, the Corporate Secretary will then provide the proxyholder with a Control Number. If a shareholder who has submitted a proxy attends the meeting via the webcast, any votes cast by such shareholder on a ballot will be counted and the submitted proxy will be disregarded. The Password to the meeting is “**rbcagm2020**”.
- **Non-Registered Shareholders:** may attend the meeting (but will not be able to vote) by clicking “**I am a guest**” and completing the online form.

**Voting at the Meeting:** will only be available for Registered Shareholders and duly appointed proxyholders.

- **A Registered Shareholder** (who is a shareholder of **ORDINARY** “Shares”), will appear on a list of shareholders for the meeting. To have his/her Shares voted at the meeting, each Registered Shareholder will be required to enter his/her individual Control Number, prior to the start of the meeting.
- **A duly appointed proxyholder** (who is appointed by a Registered Shareholders to represent them at the online meeting), **must submit their signed Proxy Form at least 48 hours before the meeting as noted above.**

To appoint a proxyholder, shareholders **MUST** send the duly completed Proxy form to the Corporate Secretary, as noted above, so that the Corporate Secretary may provide the proxyholder with a Control Number via email. Without a Control Number, proxyholders will not be able to vote at the meeting.

**It is important that registered shareholders and duly appointed proxyholders are connected to the internet at all times during the meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the meeting.**